

MAY 26 1981 - 1 25 PM

INTERSTATE COMMERCE COMMISSION

**FRUIT GROWERS EXPRESS COMPANY
EQUIPMENT TRUST OF 1973**

SERIES WW

Supplemental Agreement

Dated as of May 5, 1981

THE RIGGS NATIONAL BANK OF WASHINGTON, D.C. *Trustee*

with

FRUIT GROWERS EXPRESS COMPANY

SUPPLEMENTAL AGREEMENT, made as of the 5th day of May, 1981, between THE RIGGS NATIONAL BANK OF WASHINGTON, D.C., a national banking association organized and existing under the laws of the United States of America, Trustee (hereinafter called "Trustee"), party of the first part, and FRUIT GROWERS EXPRESS COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called "Express Company"), party of the second part,

WITNESSETH:

WHEREAS, the Trustee and the Express Company entered into a certain Agreement dated as of the 1st day of August, 1973, whereunder the Express Company agreed to sell and deliver to the Trustee 375 railroad refrigerator cars, estimated by the Express Company to cost \$10,075,000, and as of the same date also entered into a certain Lease whereunder the Trustee let and leased the aforesaid refrigerator cars, described in the leasing clause, to the Express Company, said Agreement and Lease constituting Fruit Growers Express Company Equipment Trust of 1973, Series WW, and

WHEREAS, refrigerator cars FG CX 12830, 12838, 12854, 12800, 12880, 12782, RBN 81716, 81718, 98532, 98705, 98546, previously delivered to the Trustee under said Trust have been destroyed, and the Express Company has sold and delivered to the Trustee in replacement thereof twelve railroad refrigerator cars of equal or greater value and of as good material, character and construction as the refrigerator cars so destroyed, and

WHEREAS, the Trustee has redelivered said refrigerator cars to the Express Company and the Express Company has accepted the same, and it is desired to supplement the record of said Lease by adding thereto a description of said replacement cars,

NOW, THEREFORE, IT IS AGREED AS FOLLOWS:

FIRST. The Trustee has let and leased and by these presents doth let and lease to the Express Company for the term, for the rent and upon the terms and conditions and covenants set forth in said Lease the following railroad equipment:

12 Class "A", 50-ft., 70-ton all steel insulated bunkerless refrigerator cars, Association of American Railroads Mechanical Designation "RBL", bearing letters and road numbers RBN 99752, 99753, 99754, 99755, 99756, built in 1974 and RBN 98455, 98456, 98457, 98458, 98459, 98460, 98461, built in 1972.

SECOND. The recitals herein are made by the Express Company and not by the Trustee.

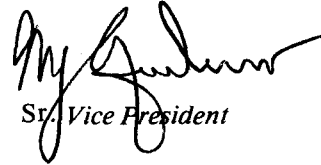
THIRD. This Supplemental Agreement shall not be construed as in any way amending said Agreement and Lease together constituting Fruit Growers Express Company Equipment Trust of 1973, Series WW, and said Agreement and Lease shall remain and be in full force and effect in accordance with their terms.

FOURTH. The Express Company hereby constitutes and appoints C.S. Hills, its President, to be its Attorney to execute and acknowledge this instrument in its name and as and for its corporate act and deed.

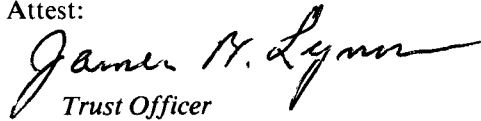
IN WITNESS WHEREOF, THE RIGGS NATIONAL BANK OF WASHINGTON, D.C., Trustee, party of the first part, and **FRUIT GROWERS EXPRESS COMPANY,** party of the second part, have caused there presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and duly attested by their respective officers thereunto duly authorized as of the day and year first above written.

THE RIGGS NATIONAL BANK
OF WASHINGTON, D. C.,
Trustee,

By

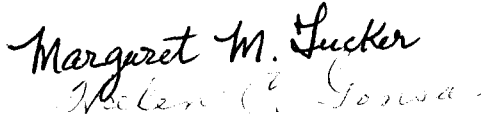

Sr. Vice President

Attest:


Trust Officer

In the presence of:

(Seal)


Margaret M. Tucker
Walter C. Jones

Witnesses

FRUIT GROWERS EXPRESS COMPANY

By



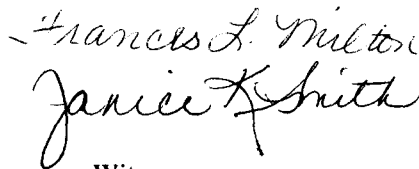
C. S. Hill
President

(Seal)

Attest:


Secretary

In the presence of:


Francis L. Milton
Janice K. Smith

Witnesses.

DISTRICT OF COLUMBIA, }
 CITY OF WASHINGTON, } ss.:

On the 26 day May 1981, before me personally came, **M. J. AQUILINO**, to me known, who being by me duly sworn, did depose and say that he resides at 508 Scott Drive, Silver Spring, Md that he is a Vice President of THE RIGGS NATIONAL BANK OF WASHINGTON, D.C., the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said corporation; and that he signed his name thereto by like authority.

Jo P. Alli
 Notary Public

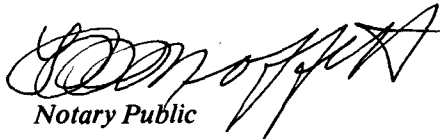
My Commission Expires March 31, 1982

DISTRICT OF COLUMBIA, }

CITY OF WASHINGTON, }

ss.:

On the 20th day of May, 1987, before me personally came C. S. HILL, to me known, who being by me duly sworn, did depose and say that he resides at 5B 1 President Point Drive, Annapolis, Md.; that he is President of FRUIT GROWERS EXPRESS COMPANY, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; and that it was so affixed by authority of the Board of Directors of said corporation; and that he signed his name thereto by like authority.



Notary Public

L. W. MOFFETT, Notary Public
 City of Washington, District of Columbia
 My Commission Expires October 14, 1982